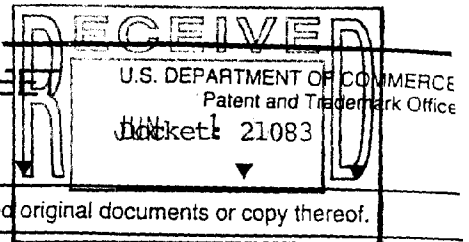


06-18-1999

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To the Honorable C. 101069616

Please record the attached original documents or copy thereof.

med 6-1-99

1. Name of conveying party(ies):

Aptaker Company, Inc.

2. Name and address of receiving party(ies)

Name: The United States Shoe Corporation

Internal Address: _____

Street Address: 44 Harbor Park Drive

City: Port Washington State: NY ZIP: 11050

- Individual(s)
- General Partnership
- Corporation-State Texas
- Other _____
- Association
- Limited Partnership

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: October 10, 1997

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/043,704

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Lawrence E. Laubscher, Jr.

Internal Address: Laubscher & Laubscher

Street Address: 745 South 23rd Street
Suite 300

City: Arlington State: VA ZIP: 22202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Lawrence E. Laubscher, Jr.
Name of Person Signing

Signature

10/23/97
Date

Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required coversheet information to:

TRADEMARK ASSIGNMENT

WHEREAS, APTAKER COMPANY, INC. ("APTAKER"), a Texas corporation, having a place of business at 2033 Chennault Drive, Carrollton, Dallas County, Texas 75006, owner of the STEELLITE trademark and U.S. Application Serial No. 75/043,704;

WHEREAS, THE UNITED STATES SHOE CORPORATION ("U.S. SHOE"), a Delaware corporation, having a place of business at 44 Harbor Park Drive, Port Washington, New York 11050, is desirous of acquiring said mark, said U.S. trademark application, and the attendant good will;

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, APTAKER hereby sells, assigns and transfers unto U.S. SHOE the entire right, title and interest in and to said mark, and to all good will attendant thereto, and to said U.S. trademark registration, as well as the right to recover for past infringement of said mark and registration.

APTAKER COMPANY, INC.

By: Pat Devlin Aptaker
Name: Pat Devlin Aptaker
Title: Co-President

Dec 10, 1997

TRADEMARK ASSIGNMENT

WHEREAS, APTAKER COMPANY, INC. ("APTAKER"), a Texas corporation, having a place of business at 2033 Chennault Drive, Carrollton, Dallas County, Texas 75006, owner of the STEELLITE trademark and U.S. Application Serial No. 75/043,704;

WHEREAS, THE UNITED STATES SHOE CORPORATION ("U.S. SHOE"), a Delaware corporation, having a place of business at 44 Harbor Park Drive, Port Washington, New York 11050, is desirous of acquiring said mark, said U.S. trademark application, and the attendant good will;

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, APTAKER hereby sells, assigns and transfers unto U.S. SHOE the entire right, title and interest in and to said mark, and to all good will attendant thereto, and to said U.S. trademark registration, as well as the right to recover for past infringement of said mark and registration.

APTAKER COMPANY, INC.

By:

Name: Pat Devlin Aptaker

Title: Co-President

Oct 10, 1997